

RECORDATION NO. 10534-I FILED

SEP 12 '97

12-35 PM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 12, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a First Amendment to Assignment and Assumption Agreement, dated as of July 25, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement previously filed with the Commission under Recordation Number 10534.

The names and addresses of the parties to the enclosed document are:

Assignor: BA Credit Corporation
555 California Street
San Francisco, California 94104

Assignee: Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is:

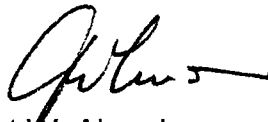
thirty-nine (39) diesel electric locomotives bearing reporting marks and road numbers BN 7167 through BN 7205

Mr. Vernon A. Williams
September 12, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

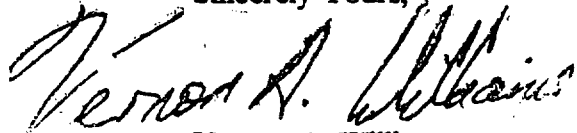
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 100
Washington, DC., 20006-2973

DATE: 9/12/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 9/12/97 at 12:35PM, and
assigned recordation number(s) 20865, 20866 and 10534-I.

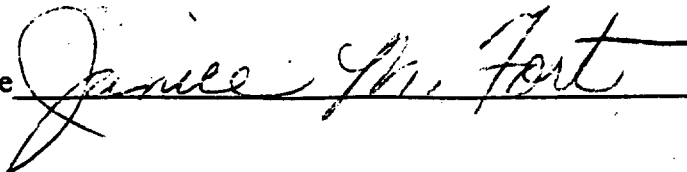
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 72.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



SEP 12 '97

12-35 PM

FIRST AMENDMENT TO ASSIGNMENT AND ASSUMPTION AGREEMENT entered into as of July 25, 1997 between BA Credit Corporation, a Delaware corporation ("Assignor") and Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Assignee") with reference to the following:

A. Assignor and Assignee have entered into an Assignment and Assumption Agreement dated as of July 25, 1997 (the "Assignment"; all defined terms therein not otherwise defined herein being used with their meanings as defined therein); and

B. Assignor and Assignee now desire to amend the Assignment as hereinafter set forth:

NOW, THEREFORE, the parties hereto agree as follows:

1. The following language is added immediately prior to the parenthetical in the last line of the Recital on the first page of the Assignment:

"in each case solely as they relate to the Equipment set forth in Annex II"

2. Annex I to the Assignment is deleted in its entirety and a new Annex I is added as set forth in Annex I hereto.
3. A new Annex II is added to the Assignment as set forth in Annex II hereto.
4. Except as is herein specifically amended, all of the terms, covenants, and provisions of the Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Assignment and Assumption Agreement as of the day and year written above.


HELM-ATLANTIC ASSOCIATES LIMITED
PARTNERSHIP

BA CREDIT CORPORATION

By: Helm Atlantic Corporation
Its: General Partner

By: 

Title: PRESIDENT

By: 
Title: Chairman

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 10th day of September, 1997, before me personally appeared
RICHARD A. RODRIGUEZ personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same in his authorized
capacity, and that by his signature on the instrument the person, or the entity upon
behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Yvette Montalvo (NOTARIAL SEAL)
NOTARY PUBLIC SIGNATURE

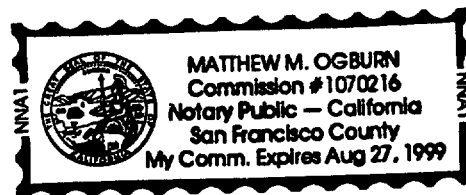


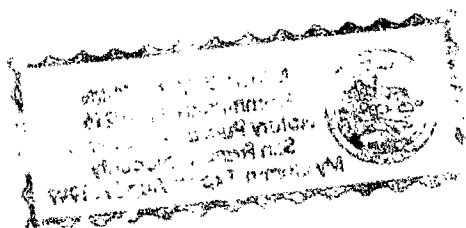
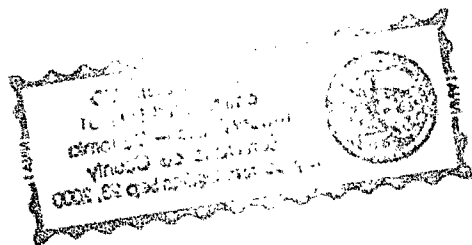
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 11 day of September, 1997, before me personally appeared
David R. Eckles, personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same in his authorized
capacity, and that by his signature on the instrument the person, or the entity upon
behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Matthew M. Ogburn (NOTARIAL SEAL)
NOTARY PUBLIC SIGNATURE





ANNEX I
TO
ASSIGNMENT AND ASSUMPTION AGREEMENT

TRANSACTION DOCUMENTS

The following Transaction Documents are assigned to Assignee only in part and to the extent they relate to the Equipment identified in Annex II hereto:

PARTICIPATION AGREEMENT dated as of
May 1, 1979 among:

Burlington Northern, Inc.	LESSEE
Mercantile-Safe Deposit & Trust Co.	AGENT
Bamerilease Capital Corporation	VENDEE
Bank of America NT&SA	GUARANTOR
Parties listed in APPENDIX I	INVESTORS

CONDITIONAL SALE AGREEMENT dated as
of May 1, 1979 between:

Bamerlease, Inc.	VENDEE
General Motors Corporation (Electro-Motive Division)	
General Electric Co.	
Filed for Recordation with the Interstate Commerce Commission on June 22, 1979 and assigned Recordation No. 10534	

AGREEMENT AND ASSIGNMENT dated as of
May 1, 1979 between:

General Motors Corporation (Electro-Motive Division)	
General Electric Co.	AGENT
Mercantile-Safe Deposit & Trust Company	
Filed for recordation with the Interstate Commerce Commission on June 22, 1979 and assigned Recordation No. 10534-A.	

LEASE OF RAILROAD EQUIPMENT dated as
of May 1, 1979 between:

Burlington Northern, Inc.	LESSEE
Bamerilease, Inc.	LESSOR
Filed for recordation with the Interstate Commerce Commission on June 22, 1979 and assigned Recordation No. 10534-B.	

ASSIGNMENT OF LEASE & AGREEMENT

dated as of May 1, 1979 between:

Bamerlease, Inc.

LESSOR

Mercantile-Safe Deposit & Trust Company

VENDOR

Filed for recordation with the Interstate Commerce

Commission on June 22, 1979 and assigned

Recordation No. 10534-C.

ASSIGNMENT & ASSUMPTION AGREEMENT

dated as of December 27, 1994 between:

BA Leasing & Capital Corporation

ASSIGNOR

BA Credit Corporation

ASSIGNEE

Filed for recordation with the Interstate Commerce

Commission on January 3, 1995 and assigned

Recordation No. 10534-D.

FIRST AMENDMENT TO LEASE OF

RAILROAD EQUIPMENT dated as of May 30,
1997 between:

BA Credit Corporation

LESSOR

The Burlington Railroad Company

LESSEE

Filed for recordation with the Interstate Commerce

Commission on June 12, 1996 and assigned

Recordation No. 10534-E.

**COMPLETE TERMINATION AND RELEASE
OF SECURITY INTEREST OF LIEN**

dated June 25, 1997 by:

The Bank of New York, successor to

Mercantile-Safe Deposit & Trust Company

Filed for recordation with the Surface

Transportation Board on June 27, 1997 and

assigned Recordation

No. 10534-F.

SECOND AMENDMENT TO LEASE OF

RAILROAD EQUIPMENT dated as of May 30,
1997 between:

BA Credit Corporation

LESSOR

The Burlington Northern and Santa Fe Railway
Company

LESSEE

Filed for Recordation with the Surface

Transportation Board on July 8, 1997 and assigned

recordation number 10534-G.

ANNEX II
TO
ASSIGNMENT AND ASSUMPTION AGREEMENT

EQUIPMENT DESCRIPTION

39	EMD 3,000 H.P Model SD40-2 Diesel-Electric Locomotives	BN7167-BN7205
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